

EXHIBIT L
WAIVER OF RIGHT OF FIRST REFUSAL

RECORDING REQUESTED BY AND
AFTER RECORDING RETURN TO:

BOEING REALTY CORPORATION
Douglas Park
P.O. Box 93005
Long Beach, California
Attn: _____

WAIVER OF RIGHT OF FIRST REFUSAL

THIS WAIVER OF RIGHT OF FIRST REFUSAL dated as of _____, is executed by the City of Long Beach, a charter city and municipal corporation of the State of California ("the City") in favor of MCDONNELL DOUGLAS CORPORATION, a Maryland corporation ("Company"), and its successors and assigns with respect to that certain real property (the "Property") located in the City of Long Beach, County of Los Angeles, State of California, as more particularly described on Exhibit A attached hereto and incorporated herein by this reference.

Paragraph L in that certain Corporation Grant Deed executed by the City and recorded on December 24, 1981 as Instrument No. 81-1260432 in the Official Records of Los Angeles County, California and Paragraph L in the certain Corporation Grant Deed executed by the City and recorded on December 24, 1981 as Instrument No. 81-1260433 in the Official Records of Los Angeles County, California each contains a right of first refusal in favor of the City (collectively, the "First Rights") that apply to the Property.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, the City does hereby fully and finally waive the First Rights to the extent that either or both of the First Rights now or hereafter apply to the Property. The foregoing agreement and waiver may be relied upon by Company, its successors and assigns and all past and future owners of the Property.

CITY OF LONG BEACH, a charter city and
municipal corporation of the State of
California

By: _____

Name: _____

Title: _____

Date: _____

APPROVED AS TO FORM:

Date: _____

ROBERT SHANNON, City Attorney

By: _____

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On _____ before me, _____, Notary Public, personally

SIGNATURE OF NOTARY PUBLIC

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On _____ before me, _____, Notary Public, personally

WITNESS my hand and official seal

SIGNATURE OF NOTARY PUBLIC